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LOCAL OFFICES
DONALD S. FRADLEY
27 PENNOCK LANE
SUITE 104
JUPITER, FLORIDA 33458

DONALD S. FRADLEY
JEFFREY S. D'AMORE*

TELEPHONE (561) 743-8800
TELECOPIER (561) 747-8591
*Also member of the New Jersey Bar

April 2, 1997

Secretary of State
DIVISION OF CORPORATIONS
PO Box 6327
Tallahassee, FL 32314

100002133021--1
-04/03/97--01114--001
*****70.00 *****70.00

Re: TROPHY PROMOTIONS, INC.

Dear Sirs:

Enclosed please find an original and one copy of Articles of Incorporation for the above-referenced corporation.

Also enclosed please find my check in the amount of \$70.00 which represents the filing fees in this regard.

Please file the Articles of Incorporation and return one filed copy to me in the envelope provided.

Sincerely yours,

Donald S. Fradley

DONALD S. FRADLEY

DSF/dag
Enclosures

44-97
FILED
97 APR - 3 PM 3:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TROPHY PROMOTIONS, INC.

The undersigned Sole Incorporator, for the purposes of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of this Corporation shall be:
TROPHY PROMOTIONS, INC.

ARTICLE II - ADDRESS

The address of the principal office of the Corporation shall be:

27 PENNOCK LANE
SUITE 104
JUPITER, FLORIDA 33458

ARTICLE III - CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

<u>NUMBER OF SHARES</u> <u>AUTHORIZED</u>	<u>PAR VALUE</u> <u>PER SHARE</u>	<u>CLASS OF</u> <u>STOCK</u>
7000	\$1.00	Common

ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent is:

DONALD S. FRADLEY
27 PENNOCK LANE, SUITE 104
JUPITER, FLORIDA

FILED
97 APR -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - SOLE INCORPORATOR

The name and address of the sole incorporator to these Articles of Incorporation is:

DONALD S. FRADLEY

27 PENNOCK LANE, SUITE 104, JUPITER, FLORIDA 33458

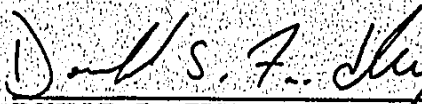
IN WITNESS WHEREOF, the undersigned Sole Incorporator has executed these Articles of Incorporation this 27 day of March, 1997.


DONALD S. FRADLEY
Incorporator

**CERTIFICATE ACCEPTING DESIGNATION
AS REGISTERED AGENT/REGISTERED OFFICE**

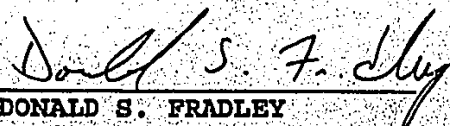
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is **TROPHY PROMOTIONS, INC.**
2. The name and address of the registered agent and office is **DONALD S. FRADLEY, 27 PENNOCK LANE, SUITE 104, JUPITER, FLORIDA 33458.**


DONALD S. FRADLEY

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 27 day of March, 1997.


DONALD S. FRADLEY
Registered Agent